

RECORDATION NO. 27061 FILED

JUL 3 '07 -12 5 5 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

July 3, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated October 1, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive
Suite 200
Lake Oswego, Oregon 97035.

Lessee: CEMEX Mexico, S.A. de C.V.
Ave. Gomez Morin #350
Plaza Internacional 8th Floor
Garza Garcia, N.L. 66265
Mexico

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

Five (5) 4,000 cubic foot 286,000 lb. GWR gondola railcars modified for metal scrap service, bearing the following reporting marks and numbers: GBRX 2008, GBRX 2020, GBRX 2103, GBRX 2112, and GBRX 2116.

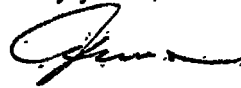
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

CEMEX MEXICO, S.A. DE C.V. ("LESSEE")

OCTOBER 1, 2004

SCHEDULE NO. 1

DATED OCTOBER 1, 2004

Memorandum of Schedule No. 1 dated October 1, 2004 to a Lease Agreement made and entered into as of October 1, 2004 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and CEMEX Mexico, S.A. de C.V., a Mexico corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor five (5) 4,000 cf 286,000 lb. GWR gondola railcars modified for metal scrap service, bearing the following reporting marks and numbers: GBRX 2008, GBRX 2020, GBRX 2103, GBRX 2112, and GBRX 2116.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1 as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its governing body and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

LESSOR:

GREENBRIER LEASING CORPORATION

BY: 

NAME: LARRY BRADY

TITLE: Vice President

DATE: 07-03-07

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its governing body and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LESSEE:

CEMEX MEXICO, S.A. DE C.V.

BY: 

NAME: Jesus Francisco Lopez Molina

TITLE: Rail Logistics Manager

DATE: July, 2007

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/3/07



Robert W. Alvord